TA WIN HOLDINGS BERHAD
Registration No.: 199401005913 (291592-U)
(Incorporated in Malaysia)

MINUTES of the **Twenty Sixth Annual General Meeting ("26th AGM")** of TA WIN HOLDINGS BERHAD held fully virtual through a live streaming from the broadcast venue at Meeting Room of Ta Win Holdings Berhad of Unit 26-11 & 26-12, Level 26, Q Sentral, Jalan Stesen Sentral 2, 50470 Kuala Lumpur, Wilayah Persekutuan on **Thursday, 10 December 2020 at 10.00 a.m.**

PRESENT AT BROADCAST VENUE

DIRECTORS:-

Dato' Yeo Boon Leong, JP (Chairman)	-	Non-Independent Non-Executive Director
Dato' Sri Ngu Tieng Ung, JP	-	Managing Director
Mr. Tan Poo Chuan	-	Executive Director
Datin Seri Azreen Binti Abu Noh	-	Independent Non-Executive Director
Datuk Zakaria Bin Sharif	-	Independent Non-Executive Director

COMPANY SECRETARY:-
Ms. Kimberly Ong Sweet Ee

PRESENT ONLINE

INVITEE:-

Mr. Khor Keng Lieh	-	Representative from Messrs Ecovis Malaysia PLT

ABSENT WITH APOLOGIES:-

Dato' Paduka Dr. Hii King Hiong	-	Independent Non-Executive Director

The list of shareholders and proxies who attended the fully virtual meeting are set out in the Attendance Sheet (Live Meeting User Access Log) attached and shall form an integral part of this Minutes.

1.0 CHAIRMAN OF THE MEETING

Dato' Yeo Boon Leong, JP ("**the Chairman**"), the Chairman of the Company welcomed all members, proxies and invited guests to the 26th AGM of the Company, which was conducted on a fully virtual basis through a live webcast and online remote voting using the remote participation and voting facilities by members, in accordance with Section 327 of the Companies Act, 2016.

He then introduced his fellow members of the Board of Directors ("**the Board**"), the Company Secretary and the invited guests present at the broadcast venue and participating via video conferencing.

The Chairman conveyed the apologies of Dato' Paduka Dr. Hii King Hiong, a Board member for not attending the 26th AGM.

2.0 QUORUM

With the requisite quorum being present in accordance with Article 78 of the Company's Constitution, the Meeting was called to order at 10:00 a.m.

3.0 NOTICE OF MEETING

With the consent of the members present, the Notice of the Meeting having been circulated within the prescribed period following the Company's Constitution was with the permission of the Meeting, taken as read.

4.0 PRELIMINARIES

4.1 **Corporate**

4.1.1 As part of good governance, the Chairman reported that the Company had received registration from a total of 19 individual shareholders, representatives and proxies representing 110,765,097 shares and they had been given access to participate in the Company's fully virtual 26th AGM via Securities Services e-Portal.

4.1.2 In addition, 17 proxy forms representing 110,632,097 shares were received within the stipulated prescribed period of 48 hours before convening the Meeting. The Chairman informed the shareholders that they are encouraged to participate in the Meeting.

4.2 **All Resolutions by Poll Voting**

4.2.1 The Chairman informed the Meeting that pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in the Notice of the 26th AGM dated 28 October 2020 will be put to the vote by way of a poll.

4.2.2 The Chairman informed the members present that the Company has appointed Commercial Quest Sdn. Bhd. as the Independent Scrutineers and SS E Solutions Sdn. Bhd. as the Poll Administrator. The Independent Scrutineers will validate the results of the polls.

4.3 **Meeting Proceedings and Voting Procedures**

4.3.1 For the meeting proceedings and voting procedures, the Chairman called upon the Company Secretary to brief the shareholders on the proceedings of the Meeting and voting procedures.

4.3.2 The Company Secretary explained the proceedings of the Meeting and voting procedures, which is conducted on a fully virtual basis. Thereafter, the step-by-step guide together with a short audio clip was shown to the shareholders/ proxy holders via online voting module within the e-portal.

4.3.3 Upon explaining of the proceedings of the Meeting and voting procedures, the Company Secretary handed over the Meeting to the Chairman.

4.3.4 The Chairman thanked the Company Secretary for explaining the proceedings of the Meeting and voting procedures. He proceeded to the first agenda for the 26th AGM.

5.0 AGENDA 1

- **AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 30 JUNE 2020**

5.0.1 The Company's Audited Financial Statements for the financial year ended ("**FYE**") 30 June 2020 ("**AFS**") together with the Directors' and the Auditors' Reports thereon which had been circulated to all shareholders within the prescribed period were laid before the Meeting. The Chairman informed the Meeting that pursuant to Section 340(1)(a) of the Companies Act 2016, as shareholders' formal approval for the AFS was not required, hence, this agenda is not put forward for voting.

5.0.2 The Chairman declared that the AFS together with the Reports of the Directors and the Auditors thereon, be received. Thereafter, the Chairman proceeded to Ordinary Resolution 1 of the Agenda.

5.1 AGENDA 2(a)
ORDINARY RESOLUTION 1
- RE-ELECTION OF MR. TAN POO CHUAN AS DIRECTOR

Proposed Ordinary Resolution 1 was to seek shareholders' approval to re-elect Mr. Tan Poo Chuan as Director of the Company. Mr. Tan Poo Chuan was retiring by rotation pursuant to Article 110 of the Company's Constitution and being eligible, had offered himself for re-election.

5.2 AGENDA 2(b)
ORDINARY RESOLUTION 2
- RE-ELECTION OF DATIN SERI AZREEN BINTI ABU NOH AS DIRECTOR

Proposed Ordinary Resolution 2 was to seek shareholders' approval to re-elect Datin Seri Azreen Binti Abu Noh as Director of the Company. Datin Seri Azreen Binti Abu Noh was retiring by rotation pursuant to Article 110 of the Company's Constitution and being eligible, had offered herself for re-election.

5.3 AGENDA 3
ORDINARY RESOLUTION 3
- RE-ELECTION OF DATUK ZAKARIA BIN SHARIF AS DIRECTOR

Proposed Ordinary Resolution 3 was to seek shareholders' approval to re-elect Datuk Zakaria Bin Sharif as Director of the Company. Datuk Zakaria Bin Sharif was retiring by rotation pursuant to Article 109 of the Company's Constitution and being eligible, had offered himself for re-election.

5.4 AGENDA 4
ORDINARY RESOLUTION 4
- APPROVE THE PAYMENT OF AGGREGATE DIRECTORS' FEES OF RM600,000.00 FOR THE PERIOD FROM 1 JULY 2020 UNTIL THE CONCLUSION OF THE NEXT ANNUAL GENERAL MEETING ("AGM") OF THE COMPANY

Proposed Ordinary Resolution 4 was to seek shareholders' approval for the payment of aggregate Directors' Fees of RM600,000.00 for the period from 1 July 2020 until the conclusion of the next AGM.

5.5 AGENDA 5
ORDINARY RESOLUTION 5
- APPROVE THE PAYMENT OF AGGREGATE DIRECTORS' BENEFITS (EXCLUDING DIRECTORS' FEES) TO THE DIRECTORS UP TO THE AMOUNT OF RM200,000.00 FROM THE DATE OF THE FORTHCOMING AGM UNTIL THE CONCLUSION OF THE NEXT AGM OF THE COMPANY

Proposed Ordinary Resolution 5 was to seek shareholders' approval for the payment of aggregate Directors' Benefits (excluding Directors' Fees) to the Directors up to the amount of RM200,000.00 from the date of the forthcoming AGM until the conclusion of the next AGM.

5.6 AGENDA 6
ORDINARY RESOLUTION 6
- RE-APPOINTMENT OF AUDITORS

Proposed Ordinary Resolution 6 was to seek shareholders' approval to the re-appointment of Messrs. Ecovis Malaysia PLT as Auditors of the Company for the ensuring year and to authorise the Directors to fix their remuneration. The retiring Auditors, Messrs. Ecovis Malaysia PLT, had consented to act as Auditors of the Company.

5.7 AGENDA 7
ORDINARY RESOLUTION 7
- AUTHORITY TO ALLOT SHARES PURSUANT TO SECTION 75 AND 76 OF THE COMPANIES ACT, 2016

5.7.1 Proposed Ordinary Resolution 7 was a special business seeking shareholders' approval for authority to allot shares pursuant to Section 75 and 76 of the Companies Act 2016.

5.7.2 The Board, having considered the current economic climate arising from the global COVID-19 pandemic and future financial needs of the Company and the group of companies ("**Group**"), believes that the 20% General Mandate is in the best interest of the Company and its shareholders.

5.7.3 The approval of this resolution would give flexibility to the Board to issue and allot shares in the Company up to and not exceeding 20% of the issued share capital of the Company for the time being, for such purposes as they consider would be in the interest of the Company. This authority, unless revoked or varied at a general meeting, will expire at the next AGM of the Company or at the expiry of the period within which the next AGM is required to be held in accordance with the provisions of the Companies Act, 2016, whichever is the earlier.

5.7.4 The 20% General Mandate may be utilised by listed corporations to issue new securities until 31 December 2021 and thereafter, the 10% general mandate will be reinstated.

5.8 AGENDA 8
SPECIAL RESOLUTION 1
- PROPOSED AMENDMENT TO THE CONSTITUTION OF THE COMPANY

5.8.1 Proposed Special Resolution 1 was a special business seeking shareholders' approval for proposed amendment to the Constitution of the Company.

5.8.2 The approval of this resolution would allow the Company to amend the Company's Constitution to enhance the administrative efficiency on handling the Proxy Form and give authority to the Directors and/or Secretary of the Company to take all steps as necessary and expedient to implement, finalise and give full effect to the said proposed amendment for and on behalf of the Company.

6.0 OTHER ORDINARY BUSINESS

The Company Secretary informed the Board that she had not received any due notice to transact any other business.

7.0 KEY QUESTIONS RAISED BY MEMBERS/ PROXY HOLDERS AND ANSWER PROVIDED BY THE BOARD OF THE COMPANY

The Chairman read out the live questions submitted by members/ proxy holders through real-time submission during the Meeting and responded to them on behalf of the Board and Management as follows:-

(i)(Q) <u>Question from Shareholder</u>

The Company should consider giving e-voucher to participating shareholders in view of the amount of hassle and cost for registration to attend the Meeting.

(i)(A) The Chairman replied that the shareholders should be rewarded equally and meaningfully. After the discussion with the Board and management, the Company will channel the available funds to reward all the shareholders of the Company in the future in terms of dividends and share buyback.

(ii)(Q) Question from Shareholder

The Green energy (solar, wind & EV) created a huge demand for Copper. What is the company plan to benefit from green energy trend.

(ii)(A) The Chairman invited the Group Managing Director to answer the abovementioned question. Dato' Sri Ngu Tieng Ung, JP responded that the Group plans to complete the proposed investment into 51.0% equity interest of Sin Line Tek Electronic Co. Sdn Bhd as soon as possible and integrate the Group's existing business with Sin Line Tek's businesses of manufacturing, OEM and trading of cable, wire harness and AC & DC power cords for electronic equipment and appliance. The Group also intends to increase efforts in R&D to expand the product range for wider application in the electrical & electronic industries and other industries which may include the ones mentioned above.

As there were no further questions, the Q&A session was closed.

8.0 E-POLLING PROCESS

8.1 The Chairman informed the Meeting that the online remote voting had been opened for voting since the beginning of the Meeting and would continue to be opened for voting for another 10 minutes.

8.2 The Chairman further informed that after the abovementioned 10-minute lapsed for remote poll voting, the online remote poll voting session will be closed. The Meeting will be adjourned for the Poll Administrator to count and Independent Scrutineers to validate the votes cast.

9.0 ANNOUNCEMENT OF POLL RESULTS

9.1 The 26th AGM re-convened at 10.40 a.m. and the Chairman called the Meeting to order for the declaration of the poll results. The Chairman informed that the Independent Scrutineers, Commercial Quest Sdn. Bhd. have validated the poll voting results. The poll voting results were read by the Chairman and projected live on the screen for the members present online. The poll voting results are attached as "Annexure A".

9.2 Based on the poll results as Annexure A validated by the Independent Scrutineers, the Chairman declare all resolutions tabled at the 26th AGM were carried as follows:-

9.2.1 **ORDINARY RESOLUTION 1**
- RE-ELECTION OF MR. TAN POO CHUAN AS DIRECTOR

	Votes in Favour		**Votes Against**	
	Number of Votes	%	Number of Votes	%
Ordinary Resolution 1	111,208,997	99.9838	18,000	0.0162

It was **RESOLVED**:-

"THAT Mr. Tan Poo Chuan who retired pursuant to Article 110 of the Company's Constitution, be and is hereby re-elected as Director of the Company."

9.2.2 **ORDINARY RESOLUTION 2**
- RE-ELECTION OF DATIN SERI AZREEN BINTI ABU NOH AS DIRECTOR

	Votes in Favour		**Votes Against**	
	Number of Votes	%	Number of Votes	%
Ordinary Resolution 2	111,208,997	99.9838	18,000	0.0162

It was **RESOLVED**:-

"THAT Datin Seri Azreen Binti Abu Noh who retired pursuant to Article 110 of the Company's Constitution, be and is hereby re-elected as Director of the Company."

9.2.3 **ORDINARY RESOLUTION 3**
- **RE-ELECTION OF DATUK ZAKARIA BIN SHARIF AS DIRECTOR**

	Votes in Favour		**Votes Against**	
	Number of Votes	%	Number of Votes	%
Ordinary Resolution 3	111,208,997	99.9838	18,000	0.0162

It was **RESOLVED**:-

"THAT Datuk Zakaria Bin Sharif who retired pursuant to Article 109 of the Company's Constitution, be and is hereby re-elected as Director of the Company."

9.2.4 **ORDINARY RESOLUTION 4**
- **APPROVE THE PAYMENT OF AGGREGATE DIRECTORS' FEES OF RM600,000.00 FOR THE PERIOD FROM 1 JULY 2020 UNTIL THE CONCLUSION OF THE NEXT AGM OF THE COMPANY**

	Votes in Favour		**Votes Against**	
	Number of Votes	%	Number of Votes	%
Ordinary Resolution 4	111,208,697	99.9835	18,300	0.0165

It was **RESOLVED**:-

"THAT the payment of aggregate Directors' Fees of RM600,000.00 for the period from 1 July 2020 until the conclusion of the next AGM of the Company be approved."

9.2.5 **ORDINARY RESOLUTION 5**
- **APPROVE THE PAYMENT OF AGGREGATE DIRECTORS' BENEFITS (EXCLUDING DIRECTORS' FEES) TO THE DIRECTORS UP TO THE AMOUNT OF RM200,000.00 FROM THE DATE OF THE FORTHCOMING AGM UNTIL THE CONCLUSION OF THE NEXT AGM OF THE COMPANY**

	Votes in Favour		**Votes Against**	
	Number of Votes	%	Number of Votes	%
Ordinary Resolution 5	111,208,697	99.9835	18,300	0.0165

It was **RESOLVED**:-

"THAT the payment of aggregate Directors' Benefits (excluding Directors' Fees) to the Directors up to the amount of RM200,000.00 for the date of the forthcoming AGM until the conclusion of the next AGM of the Company be approved."

9.2.6 **ORDINARY RESOLUTION 6**
- **RE-APPOINTMENT OF AUDITORS**

	Votes in Favour		**Votes Against**	
	Number of Votes	%	Number of Votes	%
Ordinary Resolution 6	111,208,997	99.9838	18,000	0.0162

It was **RESOLVED**:-

"THAT Messrs. Ecovis Malaysia PLT be and are hereby re-appointed as Auditors of the Company to hold office until the conclusion of the next AGM of the Company and that the Directors be authorised to fix their remuneration."

9.2.7 **ORDINARY RESOLUTION 7**
- AUTHORITY TO ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT, 2016

	Votes in Favour		**Votes Against**	
	Number of Votes	%	Number of Votes	%
Ordinary Resolution 7	111,208,997	99.9838	18,000	0.0162

It was **RESOLVED**:-

"THAT pursuant to Sections 75 and 76 of the Companies Act, 2016, the Directors be and are hereby empowered to issue shares in the Company, at any time and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit, provided that the aggregate number of shares to be issued does not exceed (20%) of the issued capital of the Company for the time being and that the Directors be and are also empowered to obtain approval for the listing of and quotation for the additional shares so issued on the Bursa Malaysia Securities Berhad; AND THAT such authority shall continue in force until the conclusion of the next AGM of the Company or at the expiry of the period within which the next AGM is required to be held in accordance to the provisions of the Companies Act, 2016, whichever is the earlier."

9.2.8 **SPECIAL RESOLUTION 1**
- PROPOSED AMENDMENT TO THE CONSTITUTION OF THE COMPANY

	Votes in Favour		**Votes Against**	
	Number of Votes	%	Number of Votes	%
Special Resolution 1	111,208,997	99.9838	18,000	0.0162

It was **RESOLVED**:-

"That approval be and is hereby given for the Company to amend the Constitution of the Company as set out in the Notice of the 26th AGM, in place of the existing clause.

AND That approval be and is hereby given to the Directors and/or Secretary of the Company be authorised to take all steps as are necessary and expedient in order to implement, finalise and give full effect to the said proposed amendment for and on behalf of the Company."

10.0 CONCLUSION

On behalf of his fellow board members, the Chairman extended his appreciation to the stakeholders, particularly all shareholders and business partners for their continued support. There being no other business to be transacted, the Meeting concluded at 10:50 a.m.

SIGNED AS A CORRECT RECORD OF THE PROCEEDINGS

(Duly signed on original)

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CHAIRMAN
DATO' YEO BOON LEONG, JP
Dated: 10 December 2021